

Approved by OMB
3060-0686

**INTERNATIONAL SECTION 214 AUTHORIZATIONS
FOR ASSIGNMENT OR
TRANSFER OF CONTROL
FCC FORM 214TC
FOR OFFICIAL USE ONLY**

APPLICANT INFORMATION

Enter a description of this application to identify it on the main menu:

Allo - Nelnet Transfer of Control Application

1. Legal Name of Applicant

Name:	Allo Communications LLC	Phone Number:	308-882-7800
DBA Name:		Fax Number:	308-882-7850
Street:	610 Broadway	E-Mail:	bmoline@allophone.net
City:	Imperial	State:	NE
Country:	USA	Zipcode:	69033 -
Attention:	Bradley A Moline		

2. Name of Contact Representative

Name:	Jennifer L. Kostyu	Phone Number:	202-783-4141
Company:	Wilkinson Barker Knauer, LLP	Fax Number:	202-783-5851
Street:	1800 N St., N.W. Suite 800N	E-Mail:	jkostyu@wbklaw.com
City:	Washington	State:	DC
Country:	USA	Zipcode:	20036-
Attention:		Relationship:	Legal Counsel

CLASSIFICATION OF FILING

3. Choose the button next to the classification that best describes this filing. Choose only one.

☐ a. Assignment of Section 214 Authority

An Assignment of an authorization is a transaction in which the authorization, or a portion of it, is assigned from one entity to another. Following an assignment, the authorization will usually be held by an entity other than the one to which it was originally granted. (See Section 63.24(b).)

☒ b. Transfer of Control of Section 214 Authority

A Transfer of Control is a transaction in which the authorization remains held by the same entity, but there is a change in the entity or entities that control the authorization holder. (See Section 63.24(c).)

☐ c. Notification of Pro Forma Assignment of Section 214 Authority (No fee required)

☐ d. Notification of Pro Forma Transfer of Control of Section 214 Authority (No fee required)

Date of Consummation: Must be completed if you select c or d.

4. File Number(s) of Section 214 Authority(ies) for Which You Seek Consent to Assign or Transfer Control.

Note: If the Section 214 Authorization Holder whose authority is being assigned or transferred does not have an "ITC" File No. under which it is operating, contact the Help Desk for assistance before proceeding further with this application. You cannot enter an "ITC-ASG" or "ITC-T/C" File No. in response to this question. Your response must

specify one or more "ITC" File Nos. Relevant "ITC-ASG" or "ITC-T/C" File Nos. should be listed only in Attachment 1 in response to Question 10.

File Number: ITC2142008102900480	File Number:	File Number:	File Number:	File Number:	File Number:	File Number:	File Number:
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5. Name of Section 214 Authorization Holder

Name: Allo Communications LLC Phone Number: 308-882-7800
 DBA Name: Fax Number: 308-882-7850
 Street: 610 Broadway St. E-Mail: bmoline@allophone.net
 City: Imperial State: NE
 Country: USA Zipcode: 69033 -
 Attention: Bradley A. Moline

6. Name of Assignor / Transferor

Name: Allo Communications LLC Phone Number: 308-882-7800
 DBA Name: Fax Number: 308-882-7850
 Street: 610 Broadway St. E-Mail: bmoline@allophone.net
 City: Imperial State: NE
 Country: USA Zipcode: 69033 -
 Attention: Bradley A. Moline

7. Name of Assignee / Transferee

Name: Nelnet, Inc. Phone Number: 303-696-5405
 DBA Name: Fax Number: 402 458-2294
 Street: 121 S. 13th St. E-Mail: bill.munn@nelnet.net
 Suite 100
 City: Lincoln State: NE
 Country: USA Zipcode: 68508 -
 Attention: William J. Munn

8a. Is a fee submitted with this application?

☒ If Yes, complete and attach FCC Form 159.

If No, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114).

☐ Governmental Entity ☐ Noncommercial educational licensee ☐ Notification of Pro Forma (No fee required.)
☐ Other (please explain):

8b. You must file a separate application for each legal entity that holds one or more Section 214 authorizations to be assigned or transferred.

Fee Classification CUT - Section 214 Authority

9. Description (Summarize the nature of the application.)

Joint International and Domestic Section 214 Application to Transfer Control of Allo Communications LLC to Nelnet, Inc.

10. In Attachment 1, please respond to paragraphs (c) and (d) of Section 63.18 with respect to the assignor/transferor and the assignee/transferee. Label your response "Answer to Question 10".

11. Does any entity, directly or indirectly, own at least ten (10) percent of the equity of the assignee/transferee as determined by successive multiplication in the manner specified in the note to Section 63.18(h) of the rules? ☒ Yes ☐ No

If you answered "Yes" to this question, provide in Attachment 1, the name, address, citizenship, and principal businesses of each person or entity that directly or indirectly owns at least ten (10) percent of the equity of the assignee/transferee, and the percentage of equity owned by each of those persons or entities (to the nearest one percent). Label your response "Answer to Question 11."

12. Does the assignee/transferee have any interlocking directorates with a foreign carrier? ☐ Yes ☒ No

If you answered "Yes" to this question, identify each interlocking officer/director in Attachment 1. (See Section 63.09(g).) Provide the name and position/title of the individual or entity, the name of the foreign carrier, and the country in which the foreign carrier is authorized to operate. Label your response: "Answer to Question 12."

13. Provide in Attachment 1 a narrative of the means by which the proposed assignment or transfer of control will take place. In circumstances of a substantial assignment or transfer of control pursuant to Section 63.24(e), where the assignor seeks authority to assign only a portion of its U.S. international assets and/or customer base, please specify whether the assignor requests authority to continue to operate under any or all of its international Section 214 File Nos. after consummation; and, if so, please specify in Attachment 1 each File No. it seeks to retain in its own name. Label your response "Answer to Question 13."

Note: The assignor may retain any or all of its international Section 214 File Nos. In that case, the assignor will continue to hold the international section 214 authorizations that it specifies in response to this question. The ITC-ASG File No. that the Commission assigns to this application will, when granted, constitute Commission authorization of the proposed assignment of assets and /or customers from the assignor to the assignee. Unless Commission grant of the assignment application specifies otherwise, the assignee may provide the same services on the same routes as permitted under the assignor's Section 214 authorization(s), and the assignee may provide such service to any customers it may obtain in the ordinary course of business.

If this filing is not a notification of a *pro forma* assignment or *pro forma* transfer of control, please respond to Questions 14-20 below. (See Section 63.24(d).) Otherwise, you may proceed to Question 21 below.

14. Check "Yes" below if the assignee is a foreign carrier or if, upon consummation of the proposed assignment or transfer of control, the Section 214 holder would be affiliated with a foreign carrier. (See Section 63.18 (i).) The terms "foreign carrier" and "affiliated" are defined in Section 63.09 (d) & (e) of the rules respectively. ☐ Yes ☒ No

If you answered "Yes" to this question, please specify in Attachment 1 each foreign country in which the assignee is a foreign carrier or in which the Section 214 holder, upon consummation, would be affiliated with a foreign carrier. Label your response, "Answer to Question 14."

15. If this application is granted and the proposed assignment or transfer is consummated, would the Section 214 holder be authorized to provide service to any destination country for which any of the following statements is true? ☐ Yes ☒ No

- (1) The Section 214 holder is a foreign carrier in that country; or
- (2) The Section 214 holder controls a foreign carrier in that country; or
- (3) Any entity that owns more than 25 percent of the Section 214 holder, or that controls the Section 214 holder, controls a foreign carrier in that country.
- (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of the Section 214 holder and are parties to, or the beneficiaries of, a contractual relation (e.g., a joint venture or market alliance) affecting the provision or marketing of international basic telecommunications services in the United States.

If you answered "Yes" to this question, please specify in Attachment 1 each foreign carrier and country for which any of the above statements would be true. Label your response, "Answer to Question 15."

16. If you answered "Yes" to question 14, do you request classification of the Section 214 holder as a "non-dominant" carrier, upon consummation of the proposed transaction, between ☐ Yes ☒ No

the United States and *any or all* countries listed in response to Question 14? See Section 63.10 of the rules.

If you answered "Yes" to this question, you must provide information in Attachment 1 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S.-destination country route where it would be a foreign carrier, or would be affiliated with a foreign carrier and for which you request non-dominant classification. Label your response, "Answer to Question 16."

17. If you answered "Yes" to question 14 and you have not provided information in response to Question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S.-destination route where it would be a foreign carrier, or be affiliated with a foreign carrier, check "Yes" below to certify that the assignee/transferee agrees to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in the provision of international service between the United States and any foreign country(ies) for which you have not provided the required information.

☐ Yes, I certify that I agree to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in my provision of international service between the United States and the following foreign country(ies):

☒ No, Does not apply.

18. If you answered "Yes" to question 15, and if you have not provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules in its provision of service to each of the countries identified in response to question 15, the Section 214 holder may not be eligible to provide international telecommunications service between the U.S. and each such country following consummation of the assignment or transfer. In order to determine whether the public interest would be served by authorizing service on these U.S.-destination country routes, the assignee/transferee must provide information, in Attachment 1, to satisfy one of the showings specified in Section 63.18(k) of the rules. Label your response, "Answer to Question 18."

19. *If the assignee, or the Section 214 holder that is the subject of this transfer of control application, is a provider of Commercial Mobile Radio Services, you need not answer this question.*

If any of the Section 214 authorization(s) that would be assigned or transferred, authorize the Section 214 holder to resell the international switched services of an unaffiliated U.S. carrier for the purpose of providing international telecommunications services to a country listed in response to question 14, and unless you have provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10(a)(3) of the rules for each country, check "Yes" below to certify that the assignee/transferee will file the quarterly traffic reports required by Section 43.61(c) of the rules; and/or state in Attachment 1 that the foreign carrier(s) for which the applicant has not made a showing under Section 63.10(c)(3) do(es) not collect settlement payments from U.S. international carriers. (See Section 63.18(l).)

☒ Yes, I certify that I agree to comply with the quarterly traffic reporting requirements set forth in section 43.61(c) of the rules.

20. If the applicant desires streamlined processing pursuant to Section 63.12 of the rules, provide in Attachment 1 a statement of how the application qualifies for streamlined processing. (See Section 63.18(p).) Note that, if the application is being filed in connection with a sale of assets or reorganization of a carrier or its parent pursuant to the U.S. bankruptcy laws, the application may not be eligible for streamlined processing until final bankruptcy court approval of the proposed sale or reorganization.

Applicant certifies that its responses to questions 21 through 25 are true:

21. The assignee/transferee certifies that it has not agreed to accept special concessions directly or indirectly from a foreign carrier with respect to any U.S. international route where the foreign carrier possesses sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market and will not enter into any such agreements in the future.

☒ Yes ☐ No

22. By signing this application, the undersigned certify either (1) that the authorization(s) will not be assigned or that control of the authorization(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to the notification procedures for *pro forma* transactions under Section 63.24 of the rules. The assignee/transferee also acknowledges

☒ Yes ☐ No

that the Commission must be notified by letter within 30 days of a consummation or of a decision not to consummate. (See Section 63.24(e)(4).)

23. If this filing is a notification of a *pro forma* assignment or transfer of control, the undersigned certify that the assignment or transfer of control was *pro forma* and that, together with all previous *pro forma* transactions, does not result in a change in the actual controlling party. ☐ Yes ☐ No ☒ Not a Pro Forma

24. The undersigned certify that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith. ☒ Yes ☐ No

25. The assignee/transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification. ☒ Yes ☐ No

CERTIFICATION

26. Printed Name of Assignor / Transferor Allo Communications LLC	29. Printed Name of Assignee / Transferee Nelnet, Inc.
27. Title (Office Held by Person Signing) President	30. Title (Office Held by Person Signing) General Counsel
28. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) Bradley A. Moline	31. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) William J. Munn
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND / OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).	

FCC NOTICE REQUIRED BY THE PAPERWORK REDUCTION ACT

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THE FOREGOING NOTICE IS REQUIRED BY THE PAPERWORK REDUCTION ACT OF 1995, PUBLIC LAW 104-13, OCTOBER 1, 1995, 44 U.S.C. SECTION 3507.

ATTACHMENT 1

Joint International and Domestic Section 214 Application to Transfer Control of Allo Communications LLC to Nelnet, Inc.

This joint application seeks Commission consent under Section 214 of the Communications Act of 1934, as amended (the “Act”), and Sections 63.04 and 63.24 of the Commission’s rules¹ to transfer control of Allo Communications LLC (“Allo”) to Nelnet, Inc. (“Nelnet”). Allo holds an international Section 214 authorization as well as blanket Section 214 domestic operating authority. As explained further below, grant of the application serves the public interest.

I. RESPONSES TO QUESTIONS SET FORTH IN THE FCC 214 MAIN FORM

Responses to certain questions set forth in the application’s FCC 214 Main Form are as follows:

Answers to Question 10

<i>Licensee and Transferor Contact Information</i>	<i>Transferee Contact Information</i>
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Bradley A. Moline
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with a copy to:

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202.783.5851 (fax)
jkostyu@wbklaw.com

¹ 47 U.S.C. § 214; 47 C.F.R. §§ 63.04, 63.24.

Place of Organization

Allo is a limited liability company organized under the laws of the State of Nebraska. Nelnet is a corporation organized under the laws of the State of Nebraska.

Prior International Section 214 Authorizations

Allo holds an international Section 214 authorization to provide global international telecommunications services on a resold basis between the United States and international points pursuant to Section 63.18(e)(2) of the Commission's rules (File No. ITC-214-20081029-00480). Nelnet does not hold any international Section 214 authorizations.

Answer to Question 11

Pursuant to Section 63.18(h) of the Commission's rules, the following entities will directly or indirectly hold a ten percent or greater equity interest in Allo upon consummation of this transaction. A chart showing the post transaction ownership of Allo also is attached.

Direct Ownership Interest in Allo:

Name:	Nelnet, Inc.
Address:	121 S. 13th St., Suite 100 Lincoln, NE 68508
Citizenship:	Nebraska
Principal Business:	Loan servicing and asset management
Ownership Interest:	92.5 percent of Allo

Indirect Ownership Interest in Allo:

Name:	Michael S. Dunlap
Address:	121 S. 13th St., Suite 100 Lincoln, NE 68508
Citizenship:	USA
Ownership Interest:	Approximately 25 percent of Nelnet

Name:	Angela Muhleisen
Address:	6801 S. 27th St. Lincoln, NE 68512
Citizenship:	USA
Ownership Interest:	Approximately 12 percent of Nelnet

No other entity or individual will directly or indirectly hold a 10 percent or greater equity interest in Allo post-closing.

Answer to Question 13

Description of Transaction and Public Interest Statement

Allo is a Nebraska-based telecommunications company founded in 2003 that offers competitive local telephone, long distance, broadband, Internet, and television services to homes and businesses across Nebraska. It currently provides communications services to over 20 cities in the state through a combination of its own switching and fiber optic network, leased facilities, and some resold services. It began building a state-of-the-art fiber optic network in 2004, and currently provides gigabit fiber service in Scottsbluff, Gering, Bridgeport, North Platte, Ogallala, and Alliance.

Headquartered in Lincoln, Nebraska, Nelnet is one of the leading education planning and education finance companies in the United States and provides innovative educational services in loan servicing, payment processing, education planning, and asset management for families and educational institutions. Nelnet is traded on the New York Stock Exchange. Nelnet takes a comprehensive approach to the education life-cycle, which through the proposed transaction will include the advanced communications networks that have become central to learning and succeeding.

Nelnet, Allo, and the current members of Allo entered into a Membership Unit Purchase Agreement dated November 16, 2015 (the “Agreement”). Pursuant to the Agreement, Nelnet will acquire 92.5 percent of the equity and membership units of Allo, which will become a direct subsidiary of Nelnet. The remaining 7.5 percent of the equity and membership interests of Allo will be owned by Allo management, who will also have the opportunity to earn additional equity based on the performance of the company. Because only the control of Allo will change, Allo will continue to provide high quality broadband and other telecommunications services to Nebraskans.

The proposed transaction will serve the public interest. The transaction will combine two Nebraska-based companies that share a commitment to delivering an exceptional customer experience with great service and best-in-class technology. Allo has developed a world-class regional competitive wireline network that expands business opportunities, creates jobs, and improves quality of life for Nebraskans. The transaction will provide Allo with additional funding and resources that will help support the expansion of Allo’s fiber optic network in Nebraska. Indeed, the parties anticipate expanding Allo’s network in additional areas of its current markets as well as to new markets, including Lincoln, which is the seat of the Nebraska state government, the home of the University of Nebraska, and the location of Nelnet’s headquarters. This planned expansion in turn will benefit residential and enterprise customers throughout the state, who will have access to a competitive provider of dependable communications solutions and ultra-fast Internet services. The transaction will also promote competition by creating a stronger company that can more effectively compete in the telecommunications marketplace.

Moreover, the transaction will not result in any harm. The transaction will not reduce the number of competitors in Nebraska because Nelnet is not a telecommunications carrier, and instead will advance competition by helping support the growth of Allo’s broadband network.

Allo also only holds a small share of each of the domestic and U.S.-international markets. In addition, Allo will continue to operate under its existing brand post-closing, and the transaction will be virtually transparent to customers in terms of the service they now receive.

Answer to Question 20

This application qualifies for streamlined processing pursuant to Section 63.12 of the Commission's rules.² Neither Allo nor Nelnet is affiliated with any foreign carriers, and they qualify for a presumption of non-dominance under Section 63.10 of the rules.³

II. INFORMATION REQUIRED BY SECTION 63.04 OF THE FCC'S RULES REGARDING ALLO'S DOMESTIC SECTION 214 OPERATIONS

In support of the applicants' request for consent to transfer control of Allo to Nelnet, the following information is submitted pursuant to Section 63.04 of the Commission's rules.⁴ Specifically, Section 63.04(b) provides that applicants submitting a joint international/domestic Section 214 application should submit in an attachment to the international Section 214 application responses to the information requested in paragraphs (a)(6) through (a)(12) of Section 63.04:

(a)(6) Description of the transaction:

A description of the transaction is set forth in Section I above.

(a)(7) Description of the geographic areas in which the applicants offer domestic telecommunications services, and what services are provided in each area:

Allo provides competitive local telephone, long distance, broadband, Internet and television services in Nebraska. Nelnet is not a telecommunications carrier and does not provide telecommunications services.

(a)(8) Statement as to how the application qualifies for streamlined treatment:

This application qualifies for streamlined treatment under Section 63.03(b) of the Commission's rules because: (1) the transferee is not a telecommunications provider; (2) Allo's market share of the interstate, interexchange market is significantly less than 10 percent; (3) Allo provides competitive telephone exchange access or exchange access services (if at all) exclusively in geographic areas serviced by a dominant local exchange carrier that is not a party to this transaction; and (4) Allo is not dominant with respect to any services offered in the United States.

² 47 C.F.R. § 63.12.

³ *Id.* § 63.10.

⁴ *Id.* § 63.04.

(a)(9) Identification of all other Commission applications related to this transaction:

This joint application is the only application filed with the Commission that relates to the proposed transfer of control of Allo to Nelnet.

(a)(10) Statement of whether the applicants request special consideration because either party is facing imminent business failure:

The applicants request no special consideration of this application for reasons relating to imminent business failure.

(a)(11) Identification of any separately filed waiver requests being sought in conjunction with this transaction:

The applicants seek no separately filed waiver requests in conjunction with this transaction.

(a)(12) Statement showing how grant of the Application will serve the public interest, convenience and necessity:

A demonstration of how the grant of the proposed transaction serves the interest, convenience and necessity is set forth in Section I above.

**Allo Communications LLC
Post-Closing Ownership Structure**

